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November 11, 2005

By ECF

The Honorable John Gleeson
United States District Court Judge
U.S. District Court for the Eastern District of New York
225 Cadman Plaza East
Brooklyn, New York 11201

Re: Visa Check/MasterMoney Antitrust Litigation (CV-96-5238)(JG)(RLM)

Dear Judge Gleeson:

We write to respectfully request that the Court amend the August 12, 2003 Stipulation and Order Concerning Information Provided to the Class Notice Administrator by Visa and MasterCard (the "Protective Order"),¹ for the limited purpose of enabling Class Members to view their purchase volume and store location detail from the Visa Transactional Database. Visa has agreed to this limited amendment,² which will make it easier for Class Members to verify the accuracy and completeness of their estimated cash payment and make an informed decision to accept or challenge their cash payment within the approaching deadline.

As detailed in my October 7, 2005 letter to the Court, the Visa Transactional Database maintains Class Members' Visa off-line debit and credit purchase volumes by "merchant ID" (or "card acceptor ID") number. For many merchants, these numbers were assigned to individual store locations or divisions, and have resulted in the mailing of claim forms to individual stores. To minimize such mailings, Lead Counsel made numerous requests to Class Members (through the major merchant trade associations and direct merchant contact) to provide their merchant ID numbers and store addresses so that the Claims Administrator could readily consolidate their data and send Class Members one claim form with one Estimated Cash Payment. As a result, hundreds of merchants provided such information and received a consolidated claim form during the initial mailing process. Despite these efforts, however, some merchants did not submit the required information and thus received claim forms at multiple locations. Lead Counsel and the Claims Administrator are working with these merchants to consolidate their purchase data and mail them a consolidated claim form.

¹ Attached hereto as Exhibit A.

² See Amended Stipulation and Order Concerning Information Provided to the Claims Administrator by Visa and MasterCard, attached hereto as Exhibit B.

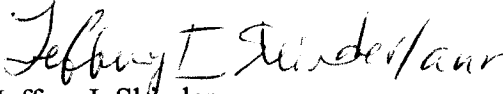
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As we continue to work with Class Members, many have requested access to their "consolidation data" from the Visa Transactional Database, including purchase volumes broken out by merchant ID number or store location address and the bank identification number (or "BIN") for the acquiring member bank that contracted with the merchant during the Class Period. This data will enable merchants to assess whether their estimated cash payment encompasses a complete list of their store locations from the Visa Transactional Database.

To make that information readily available to Class Members, the Claims Administrator has redesigned the Claims Distribution website to give Class Members confidential access to this data. We cannot, however, provide this service without modifying the Protective Order, which states that no portion of the information obtained from Visa for use in the Plan of Allocation "shall be disclosed to any party or non-party to the litigation, including ... class members." See Exhibit A at ¶ 2. Since this provision applies to Class Members' purchase volumes and associated store location detail from the Visa Transactional Database, it clearly would prohibit the confidential dissemination of this data to Class Members.

For these reasons, we respectfully request that the Court modify the Protective Order for this limited purpose. We also request an expedited ruling, as we are receiving *literally* daily requests from numerous merchants for access to this data. Once the Protective Order is modified, the Claims Administrator will be able to immediately make this information available to Class Members, who will in turn be able to make informed decisions on their claims within the impending deadline. As always, we appreciate the Court's attention to this request.

Respectfully submitted,


Jeffrey I. Shinder

Enclosures

cc: David Brownstein, Esq. (by fax)
Special Master Robin Wilcox (by fax)